

(where R' is alkyl) or SO₂NR'R'' (where R' and R'' are independently hydrogen or alkyl);

- B₁
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- (c) heteroalkyl;
 - (d) heteroalkenyl;
 - (e) heteroalkoxy;
 - (f) optionally substituted heterocyclalkyl or heterocycloxy;
 - (g) optionally substituted heterocyclalkenyl;
 - (h) optionally substituted heterocyclalkynyl;
 - (i) optionally substituted heterocyclalkoxy;
 - (j) optionally substituted heterocyclalkylamino;
 - (k) optionally substituted heterocyclalkylcarbonyl;
 - (l) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, -SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl;
 - (m) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
 - (n) arylaminoalkylene or heteroarylaminomethylene; or
 - (o) Z-alkylene-NR³⁰R³¹ where Z is -NH-, -N(alkyl)- or -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl.
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16. (Amended Herein) The method of Claim 5, wherein R³ is:

- B₂
- (a) heteroalkyl;
 - (b) heteroalkoxy;
 - (c) optionally substituted heterocyclalkyl;
 - (d) optionally substituted heterocyclalkoxy;
 - (e) optionally substituted heterocyclalkylamino;

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- (f) -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl; or
- (g) Z-alkylene-NR³⁰R³¹ where Z is -NH-, -N(alkyl)- or -O-, and R³⁰ and R³¹ are independently of each other, hydrogen, alkyl or heteroalkyl.
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22. (Amended Herein) The method of Claim 16, wherein R³ is heteroalkoxy.

B3

23. (Amended Herein) The method of Claim 22, wherein R³ is at the 3-position and is selected from the group consisting of 3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy, and 2,2-(dihydroxymethyl)ethoxy.

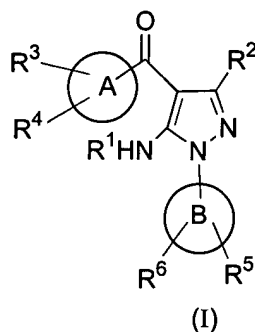
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28. (Amended Herein) The method of Claim 16 wherein R³ is -Y-(alkylene)-R⁹ where Y is a single bond, -O- or -NH- and R⁹ is optionally substituted heteroaryl, -CONR¹²R¹³, -SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹ where R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are independently of each other hydrogen, alkyl or heteroalkyl.

29. (Amended Herein) The method of Claim 28, wherein Y is a single bond and R⁹ is -SO₂R¹⁴ or -SO₂NR¹⁵R¹⁶.

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33. (Amended Herein) A method of treatment of a disease in a mammal treatable by administration of a p38 MAP kinase inhibitor, comprising administration to the mammal a therapeutically effective amount of a compound selected from the group of compounds represented by Formula (I):



wherein:

R¹ is hydrogen or acyl;

R² is hydrogen or alkyl;

A is an aryl ring;

B is an aryl ring;

R³ is selected from the group consisting of:

- (a) acylamino;
- (b) optionally substituted heterocyclyl;
- (c) optionally substituted aryl or heteroaryl;
- (d) heteroalkenyl;
- (e) heteroalkynyl;
- (f) heteroalkoxy;
- (g) optionally substituted heterocyclylalkyl;
- (h) optionally substituted heterocyclylalkenyl;
- (i) optionally substituted heterocyclylalkynyl;
- (j) optionally substituted heterocyclylalkoxy, cycloxy, or heterocycloxy;
- (k) optionally substituted heterocyclylalkylamino;
- (l) optionally substituted heterocyclylalkylcarbonyl;
- (m) -NHSO₂R⁶ where R⁶ is optionally substituted heterocyclylalkyl;
- (n) -NHSO₂NR⁷R⁸ where R⁷ and R⁸ are, independently of each other, hydrogen, alkyl or heteroalkyl;

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(o) -Y-(alkylene)-R⁹ where:

Y is a single bond, -O-, -NH- or -S(O)_n- (where n is an integer from 0 to 2); and R⁹ is cyano, optionally substituted heteroaryl, -COOH, -COR¹⁰, -COOR¹¹, -CONR¹²R¹³, -SO₂R¹⁴, -SO₂NR¹⁵R¹⁶, -NHSO₂R¹⁷ or -NHSO₂NR¹⁸R¹⁹, where R¹⁰ is optionally substituted heterocycle, R¹¹ is alkyl, and R¹², R¹³, R¹⁴, R¹⁵, R¹⁶, R¹⁷, R¹⁸ and R¹⁹ are, independently of each other, hydrogen, alkyl or heteroalkyl;

- (p) -C(=NR²⁰)(NR²¹R²²) where R²⁰, R²¹ and R²² independently represent hydrogen, alkyl or hydroxy, or R²⁰ and R²¹ together are -(CH₂)_n- where n is 2 or 3 and R²² is hydrogen or alkyl;
- (q) -NHC(=X)NR²³R²⁴ where X is O or S, and R²³ and R²⁴ are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (r) -CONR²⁵R²⁶ where R²⁵ and R²⁶ independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclalkyl, or R²⁵ and R²⁶ together with the nitrogen to which they are attached form an optionally substituted heterocyclalkyl ring;
- (s) -S(O)_nR²⁷ where n is an integer from 0 to 2, and R²⁷ is optionally substituted heterocyclalkyl;
- (t) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (u) arylaminoalkylene or heteroarylaminominoalkylene;
- (v) Z-alkylene-NR³⁰R³¹ or Z-alkylene-OR³² where Z is -O-, and R³⁰, R³¹ and R³² are independently of each other, hydrogen, alkyl or heteroalkyl;
- (w) -OC(O)-alkylene-CO₂H or -OC(O)-NR'R'' (where R' and R'' are independently hydrogen or alkyl); and
- (x) heteroarylalkenylene or heteroarylalkynylene;

R⁴ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

R⁵ is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or dialkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

R⁶ is selected from a group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.